

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

HIGHLAND CDO OPPORTUNITY MASTER FUND, L.P.,

Plaintiff,

– against –

CITIBANK, N.A., CITIGROUP GLOBAL MARKETS INC.,
CITIGROUP GLOBAL MARKETS LIMITED, and
CITIGROUP FINANCIAL PRODUCTS INC.,

Defendants.

Case No. 12 Civ. 02827
(NRB)

Judge Buchwald

ECF Case

CITIBANK, N.A., CITIGROUP GLOBAL MARKETS INC.,
CITIGROUP GLOBAL MARKETS LIMITED, and
CITIGROUP FINANCIAL PRODUCTS INC.,

Counterclaim-Plaintiffs,

– against –

HIGHLAND CDO OPPORTUNITY MASTER FUND, L.P.,

Counterclaim-Defendant, and

HIGHLAND CDO OPPORTUNITY FUND GP, L.P., and
HIGHLAND CAPITAL MANAGEMENT, L.P.,

Additional Defendants to Counterclaim.

SUPPLEMENTAL DECLARATION OF ROBERT J. MCCALLUM

I, Robert J. McCallum, make this declaration pursuant to 28 U.S.C. § 1746:

1. I am an associate at Freshfields Bruckhaus Deringer US LLP, counsel to Defendants in this action. I am fully familiar with the facts and allegations in this action. I submit this declaration in support of Defendants/Counterclaim-Plaintiffs' Memorandum of Law in Opposition to the Highland Parties' Motion for Summary Judgment filed contemporaneously herewith.

2. Attached hereto as Exhibit 1 are true and correct copies of excerpts from the transcript of the February 18-19, 2015 deposition of Brian Bejile (the "Bejile Deposition").

3. Attached hereto as Exhibit 2 is a true and correct copy of a document that was marked as Bejile Exhibit 18 during the Bejile Deposition.

4. Attached hereto as Exhibit 3 are true and correct copies of excerpts from the transcript of the October 10, 2014 deposition of Philip Richard Braner (the “Braner Deposition”).

5. Attached hereto as Exhibit 4 is a true and correct copy of a document that was marked as Braner Exhibit 8 during the Braner Deposition.

6. Attached hereto as Exhibit 5 is a true and correct copy of a document that was marked as Braner Exhibit 13 during the Braner Deposition.

7. Attached hereto as Exhibit 6 are true and correct copies of excerpts from the transcript of the December 4, 2014 deposition of Jonathan Calder.

8. Attached hereto as Exhibit 7 are true and correct copies of excerpts from the transcript of the June 2, 2015 deposition of Daniel I. Castro, Jr.

9. Attached hereto as Exhibit 8 are true and correct copies of excerpts from the transcript of the October 28, 2014 deposition of John Clements.

10. Attached hereto as Exhibit 9 are true and correct copies of excerpts from the transcript of the February 4, 2015 deposition of James David Dondero (the “Dondero Deposition”).

11. Attached hereto as Exhibit 10 is a true and correct copy of a document that was marked as Dondero Exhibit 5 during the Dondero Deposition.

12. Attached hereto as Exhibit 11 is a true and correct copy of an excerpt of a document that was marked as Dondero Exhibit 6 during the Dondero Deposition.

13. Attached hereto as Exhibit 12 is a true and correct copy of a document that was marked as Dondero Exhibit 15 during the Dondero Deposition.

14. Attached hereto as Exhibit 13 is a true and correct copy of a document that was marked as Dondero Exhibit 16 during the Dondero Deposition.

15. Attached hereto as Exhibit 14 is a true and correct copy of a document that was marked as Dondero Exhibit 27 during the Dondero Deposition.

16. Attached hereto as Exhibit 15 is a true and correct copy of a document that was marked as Dondero Exhibit 38 during the Dondero Deposition.

17. Attached hereto as Exhibit 16 are true and correct copies of excerpts from the transcript of the December 11, 2014 deposition of Ansel Eshelman (the "Eshelman Deposition").

18. Attached hereto as Exhibit 17 is a true and correct copy of a document that was marked as Eshelman Exhibit 8 during the Eshelman Deposition.

19. Attached hereto as Exhibit 18 are true and correct copies of excerpts from the transcript of the June 3, 2015 deposition of Steven M. Hilfer.

20. Attached hereto as Exhibit 19 are true and correct copies of excerpts from the transcript of the October 29, 2014 deposition of Jay Huang.

21. Attached hereto as Exhibit 20 are true and correct copies of excerpts from the transcript of the October 9, 2014 deposition of Isaac Leventon.

22. Attached hereto as Exhibit 21 are true and correct copies of excerpts from the transcript of the November 12, 2014 deposition of Gibran Mahmud (the "Mahmud Deposition").

23. Attached hereto as Exhibit 22 is a true and correct copy of a document that was marked as Mahmud Exhibit 24 during the Mahmud Deposition.

24. Attached hereto as Exhibit 23 is a true and correct copy of a document that was marked as Mahmud Exhibit 28 during the Mahmud Deposition.

25. Attached hereto as Exhibit 24 is a true and correct copy of a document that was

marked as Mahmud Exhibit 32 during the Mahmud Deposition.

26. Attached hereto as Exhibit 25 are true and correct copies of excerpts from the transcript of the December 3, 2014 deposition of Mike Mauer.

27. Attached hereto as Exhibit 26 are true and correct copies of excerpts from the transcript of the December 10, 2014 deposition of Leo Murray.

28. Attached hereto as Exhibit 27 are true and correct copies of excerpts from the transcript of the November 10, 2014 deposition of Paul Roos (the "Roos Deposition").

29. Attached hereto as Exhibit 28 is a true and correct copy of a document that was marked as Roos Exhibit 6 during the Roos Deposition.

30. Attached hereto as Exhibit 29 is a true and correct copy of a document that was marked as Roos Exhibit 7 during the Roos Deposition.

31. Attached hereto as Exhibit 30 is a true and correct copy of a document that was marked as Roos Exhibit 12 during the Roos Deposition.

32. Attached hereto as Exhibit 31 is a true and correct copy of a document that was marked as Roos Exhibit 23 during the Roos Deposition.

33. Attached hereto as Exhibit 32 is a true and correct copy of a document that was marked as Roos Exhibit 24 during the Roos Deposition.

34. Attached hereto as Exhibit 33 is a true and correct copy of a document that was marked as Roos Exhibit 32 during the Roos Deposition.

35. Attached hereto as Exhibit 34 is a true and correct copy of a document that was marked as Roos Exhibit 36 during the Roos Deposition.

36. Attached hereto as Exhibit 35 is a true and correct copy of the Highland CDO Opportunity Master Fund, L.P. Articles of Limited Partnership dated October 2005 that was

produced by Highland during discovery and bears production numbers CDO00015604-21.

37. Attached hereto as Exhibit 36 is a true and correct copy of Amendment No. 1 to Third Amended and Restated Master Financing Agreement, dated August 26, 2008, between Citibank, N.A. and Highland CDO Opportunity Master Fund, L.P. ("CDO Fund") and accompanying Schedule that was produced by Highland and bears production numbers CDO00013223-29. This document was previously filed with the Court without production numbers as Exhibit G to the Declaration of LeRoy Haynes ("Haynes Decl.") (ECF No. 23-7).

38. Attached hereto as Exhibit 37 is a true and correct copy of Amendment No. 1 to Second Amended and Restated Master Financing Agreement, dated August 26, 2008, between Citigroup Financial Products Inc. and CDO Fund and accompanying Schedule that was produced by Highland and bears production numbers CDO00013230-36. This document was previously filed with the Court without production numbers as Exhibit I to the Haynes Decl. (ECF No. 23-9).

39. Attached hereto as Exhibit 38 is a true and correct copy of an email from Geoffrey Hun to Ryan Grateke and Scott Crowell dated October 17, 2008, and its attachments, that was produced by Highland during discovery and bears production numbers CDO00030993-96.

40. Attached hereto as Exhibit 39 is a true and correct copy of an email from Brian Bejile to Gibran Mahmud and Paul Roos dated October 22, 2008, and its attachment, that was produced by Highland during discovery and bears production numbers CDO00034206-07.

41. Attached hereto as Exhibit 40 is a true and correct copy of an email from Brian Bejile to Frank Detto dated November 6, 2008, and its attachment, that was produced by Citi during discovery and bears production numbers CITI-HL-00033008-11.

42. Attached hereto as Exhibit 41 is a true and correct copy of an email from Brian Bejile to Paul Roos dated December 11, 2008 that was produced by Citi during discovery and bears production numbers CITI-HL-00043926-27.

43. Attached hereto as Exhibit 42 is a true and correct copy of an email from Brian Bejile to Paul Roos and Gibran Mahmud dated December 15, 2008, and its attachment, that was produced by Citi during discovery and bears production numbers CITI-HL-00015577-78.

44. Attached hereto as Exhibit 43 is a true and correct copy of an email from John Clements to Paul Roos dated December 19, 2008 that was produced by Citi during discovery and bears production numbers CITI-HL-00031628.

45. Attached hereto as Exhibit 44 is a true and correct copy of an email from Paul Roos to John Clements dated December 23, 2008 that was produced by Citi during discovery and bears production numbers CITI-HL-00031293.

46. Attached hereto as Exhibit 45 is a true and correct copy of an email received from Allen Fu by Brian Bejile dated December 29, 2008 that was produced by Citi during discovery and bears production numbers CITI-HL-00110110.

47. Attached hereto as Exhibit 46 is a true and correct copy of Bloomberg message from John Wang of Citi dated December 24, 2008 that was produced by Citi during discovery and bears production numbers CITI-HL-00052654-60.

48. Attached hereto as Exhibit 47 is a true and correct copy of an email from Jason Post to Matt Beard and Ryan Grateke dated March 31, 2009 that was produced by Highland during discovery and bears production numbers CDO00027637-38.

49. Attached hereto as Exhibit 48 is a true and correct copy of Plaintiff/Counter-Defendants' Responses To Defendants/Counter-Plaintiffs' Requests For Admissions, dated

December 10, 2014.

50. Attached hereto as Exhibit 49 is a true and correct copy of an email I sent to Ross Mortillaro, dated February 17, 2015.

51. Attached hereto as Exhibit 50 is a true and correct copy of Defendants/Counterclaim-Plaintiffs' Amended Responses and Objections to Plaintiff/Counter-Defendants' Fourth Set of Interrogatories, dated February 17, 2015.

52. Attached hereto as Exhibit 51 is a true and correct copy of Plaintiff/Counter-Defendants' Amended Objections and Answers To Defendants/Counter-Plaintiffs' Third Interrogatories, dated June 12, 2015.

I declare under penalty of perjury that the foregoing is true and correct.

New York, New York
Dated: August 14, 2015



Robert J. McCallum